



**Secretary of State
Business Programs Division**

Business Entities, 1500 11th Street, Sacramento, CA 95814

Limited Liability Company Cancellation Filing Requirements

To cancel the Articles of Organization of a domestic limited liability company (LLC), the California (domestic) LLC must file a Certificate of Dissolution (Form LLC-3) and Certificate of Cancellation (Form LLC-4/7). However, if all the members vote to dissolve, only Form LLC-4/7 is required.

To cancel the Application for Registration of a registered foreign LLC, the foreign LLC must file a Certificate of Cancellation (Form LLC-4/7).

Note: In lieu of the above-mentioned certificates, a domestic LLC can file a Short Form Certificate of Cancellation (Form LLC-4/8) if the following requirements are met:

- 1) Form LLC-4/8 is being filed **within twelve (12) months** from the date the Articles of Organization were filed with the Secretary of State;
- 2) The domestic LLC has no debts or other liabilities (other than tax liability);
- 3) The known assets of the domestic LLC remaining after payment of, or adequately providing for, known debts and liabilities have been distributed to the persons entitled thereto or no known assets have been acquired;
- 4) The final tax return or a final annual tax return has been or will be filed with the Franchise Tax Board;
- 5) The domestic LLC has not conducted any business from the time of the filing of the Articles of Organization;
- 6) A majority of the managers or members, or if there are no managers or members, the person or a majority of the persons who signed the Articles of Organization, voted to dissolve the domestic LLC; and
- 7) If the domestic LLC received payments for interests from investors, those payments have been returned to those investors.

Upon the effective date of the Certificate of Cancellation (Form LLC-4/7) or Short Form Certificate of Cancellation (Form LLC-4/8) by the Secretary of State, the Articles of Organization or Application for Registration of the LLC will be cancelled and the powers, rights and privileges of the LLC will cease in California.

Filing instructions along with the above-mentioned forms are enclosed. Completed forms can be mailed to Secretary of State, Document Filing Support Unit, P.O. Box 944228, Sacramento, CA 94244-2280 or delivered in person to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. It is recommended for proof of submittal that if the document(s) are mailed to the Secretary of State, they be sent by Certified Mail with Return Receipt Requested.

Statutory filing requirements are found in California Corporations Code sections [17707.02](#) and [17707.08](#) (domestic LLCs) and [17708.06](#) (registered foreign LLCs).

Please note: To file cancellation documents, the status of the LLC must be active on the records of the California Secretary of State. To check the status of the LLC, go to kepler.sos.ca.gov.

Certificate of Dissolution of a Limited Liability Company (LLC)

To dissolve a California LLC, you can fill out this form, and submit for filing.

- There is no filing fee, however, a separate, non-refundable **\$15** service fee must be included, if you **drop off** the completed form.
- To file this form, the status of your LLC must be active on the records of the California Secretary of State. To check the status of the LLC, go to kepler.sos.ca.gov/.

Important! To complete the cancellation process, the LLC also must file a [Certificate of Cancellation \(Form LLC-4/7\)](#). Note: This Form LLC-3 **is not required** when the vote to dissolve was made by all of the members and that fact is noted on Form LLC-4/7.

Note: *Before submitting the completed form*, you should consult with a private attorney for advice about your specific business needs. It is recommended for proof of submittal that if this form is mailed, it be sent by Certified Mail with Return Receipt Requested.

This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business-programs/business-entities/filing-tips.

①

LLC's Exact Name (on file with CA Secretary of State)

②

LLC File No. (issued by CA Secretary of State)

Dissolution (If none of the circumstances listed below apply to this LLC, this Form LLC-3 should not be filed.)

③

The dissolution of this LLC was caused by one of the following circumstances (check one):

- ☐ The happening of an event set forth in a written operating agreement or the articles of organization;
- ☐ The vote of a majority of the members of the LLC or a greater percentage of the voting interests of members as may be specified in the articles of organization, or a written operating agreement;
- ☐ The passage of 90 consecutive days during which the LLC has no members, except on the death of a natural person who is the sole member of the LLC, the status of the member, including a membership interest, may pass to the heirs, successors, and assigns of the member by will or applicable law; or
- ☐ The entry of a decree of judicial dissolution pursuant to California Corporations Code section [17707.03](#).

Additional Information (If any, list any other information the persons filing this form determine to include.)

④

Read and sign below: This form must be signed by a majority of the managers, unless the LLC has had no members for 90 consecutive days, in which case the form must be signed by the person(s) authorized to wind up the LLC's affairs. If the signing person is a trust or another entity, go to www.sos.ca.gov/business-programs/business-entities/filing-tips for more information. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are part of this document.



Sign here

Print your name here

Your business title



Sign here

Print your name here

Your business title

Make check/money order payable to: **Secretary of State**

To get a copy of the filed document, include a separate request and payment for copy fees when the document is submitted. Copy fees are \$1 for the first page and \$.50 for each additional page. For certified copies, there is an additional \$5 certification fee, per copy.

By Mail

Secretary of State
Business Entities, P.O. Box 944228
Sacramento, CA 94244-2280

Drop-Off

Secretary of State
1500 11th Street., 3rd Floor
Sacramento, CA 95814

Certificate of Cancellation of a Limited Liability Company (LLC)

To cancel the Articles of Organization of a California LLC, or the Certificate of Registration of a registered foreign LLC, you can fill out this form, and submit for filing.

- There is no filing fee, however, a non-refundable **\$15** service fee must be included, if you **drop off** the completed form.
- To file this form, the status of your LLC must be active on the records of the California Secretary of State. To check the status of the LLC, go to kepler.sos.ca.gov.

Important! California LLCs only: This form must be filed after or together with a [Certificate of Dissolution \(Form LLC-3\)](#). However, if the vote to dissolve was made by all of the members and that fact is noted in Item 4 below, Form LLC-3 is not required.

Note: Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs. It is recommended for proof of submittal that if this form is mailed, it be sent by Certified Mail with Return Receipt Requested.

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①

LLC's Exact Name in CA (on file with CA Secretary of State)

②

LLC File No. (issued by CA Secretary of State)

Tax Liability (The following statement should not be altered. For information about final tax returns, go to <https://www.ftb.ca.gov> or call the California Franchise Tax Board at (800) 852-5711 (from within the U.S.) or (916) 845-6500 (from outside the U.S.).)

③

All final returns required under the California Revenue and Taxation Code have been or will be filed with the California Franchise Tax Board.

Dissolution (California LLCs ONLY: Check the box if the vote to dissolve was made by the vote of all the members.)

④

☐ The dissolution was made by the vote of all of the members.

Additional Information (If any, list any other information the persons filing this form determine to include.)

⑤

Cancellation (The following statement should not be altered.)

⑥

Upon the effective date of this Certificate of Cancellation, this LLC's Articles of Organization (CA LLCs) or Certificate of Registration (registered foreign LLCs) will be cancelled and its powers, rights and privileges will cease in California.

Read and sign below: For California LLCs: This form must be signed by a majority of the managers, unless the LLC has had no members for 90 consecutive days, in which case the form must be signed by the person(s) authorized to wind up the LLC's affairs. For registered foreign LLCs: This form must be signed by a person authorized to so do under the laws of the foreign jurisdiction. If the signing person is a trust or another entity, go to www.sos.ca.gov/business-programs/business-entities/filing-tips for more information. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are part of this document.



Sign here

Print your name here

Your business title



Sign here

Print your name here

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Make check/money order payable to: **Secretary of State**

To get a copy of the filed document, include a separate request and payment for copy fees when the document is submitted. Copy fees are \$1 for the first page and \$.50 for each additional page. For certified copies, there is an additional \$5 certification fee, per copy.

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Sacramento, CA 95814



LLC-4/8

State of California

Secretary of State

Limited Liability Company Short Form Certificate of Cancellation

There is no fee for filing a Short Form Certificate of Cancellation.

IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

File Number

1. Secretary of State File Number

Entity Name (Enter the exact name of the domestic limited liability company.)

2. Name of Limited Liability Company

Required Statements (The following statements should not be altered.)

3. a) This Short Form Certificate of Cancellation is being filed **within twelve (12) months** from the date the Articles of Organization were filed with the Secretary of State;
- b) The limited liability company does not have any debts or other liabilities, except as provided in Item 3(c);
- c) All final returns required under the California Revenue and Taxation Code have been or will be filed with the California Franchise Tax Board;
- d) The limited liability company has not conducted any business from the time of the filing of the Articles of Organization; and
- e) Payments received by the limited liability company for interests from investors, if any, have been returned to those investors.

Assets (Check the applicable statement. Note: Only one box may be checked.)

4. ☐ The known assets of the limited liability company remaining after payment of, or adequately providing for, known debts and liabilities have been distributed to the persons entitled thereto.
- ☐ The limited liability company has acquired no known assets.

Dissolution (Check the applicable statement. Note: Only one box may be checked.)

5. ☐ A majority of the members or managers of the limited liability company named in Item 2 has voted to dissolve the limited liability company. The undersigned constitutes a majority of the members or a majority of the managers.
- ☐ There are no members or managers. The sole person or a majority of the persons who signed the Articles of Organization of the limited liability company named in Item 2 has voted to dissolve the limited liability company. The undersigned constitutes the sole person or a majority of the persons who signed the Articles of Organization.

Cancellation (The following statement should not be altered.)

6. Upon the effective date of this Short Form Certificate of Cancellation, this LLC's Articles of Organization will be cancelled and its powers, rights and privileges will cease in California.

Execution (If additional signature space is necessary, the acknowledged signature(s) may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.)

7. I declare I am the person who executed this instrument, which execution is my act and deed.

Signature of Member, Manager or Organizer

Type or Print Name of Member, Manager or Organizer

Signature of Member, Manager or Organizer

Type or Print Name of Member, Manager or Organizer

Signature of Member, Manager or Organizer

Type or Print Name of Member, Manager or Organizer

Instructions for Completing the Short Form Certificate of Cancellation (Form LLC-4/8)

Where to File: For easier completion, this form is available on the Secretary of State's website at www.sos.ca.gov/business-programs/business-entities/forms and can be completed online and printed to mail. The completed form can be mailed to Secretary of State, Business Entities, P.O. Box 944228, Sacramento, CA 94244-2280 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink. This form is filed only in the Sacramento office

It is recommended for proof of submittal that if Form LLC-4/8 is mailed to the Secretary of State, it be sent by Certified Mail with Return Receipt Requested.

Legal Authority: Statutory filing provisions are found in California Corporations Code section [17707.02](#). All statutory references are to the California Corporations Code, unless otherwise stated.

- Form LLC-4/8 may be used to cancel the Articles of Organization of a domestic limited liability company if it is filed **within twelve (12) months** from the date the Articles of Organization were filed with the Secretary of State, and if the limited liability company meets the remaining criteria specified by Section 17707.02. Upon filing Form LLC-4/8, the limited liability company will be cancelled and its powers, rights and privileges will cease. Note: A Certificate of Dissolution (Form LLC-3) is **not** required when filing Form LLC-4/8.
- A domestic limited liability company that does not meet the requirements of Section 17707.02 is not eligible to file Form LLC-4/8. To cancel the Articles of Organization the limited liability company must file [Certificate of Dissolution \(Form LLC-3\)](#) and a [Certificate of Cancellation \(Form LLC-4/7\)](#). However, if all of the members vote to dissolve, only Form LLC-4/7 is required. (Section [17707.08](#).)

A registered foreign (out-of-state or out-of-country) limited liability company is not eligible to file Form LLC-4/8. To cancel the Application for Registration, the foreign limited liability company must file a [Certificate of Cancellation \(Form LLC-4/7\)](#). (Section [17708.06](#).)

- It is recommended that legal counsel be consulted prior to submitting cancellation documents to ensure that all issues are appropriately addressed.

Fees: There is no fee for filing Form LLC-4/8. However, a non-refundable \$15.00 special handling fee is applicable for processing documents delivered in person (drop off) at the Sacramento office. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional non-refundable fee in lieu of the special handling fee. For detailed information about preclearance and expedited filing services, go to www.sos.ca.gov/business-programs/business-entities/service-options. The special handling fee or preclearance and expedited filing services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

Copies: To get a copy of the filed document, include a separate request and payment for copy fees when the document is submitted. Copy fees are \$1.00 for the first page and \$.50 for each additional page. For certified copies, there is an additional \$5.00 certification fee, per copy.

Complete Form LLC-4/8 as follows:

- Item 1.** Enter the file number issued by the California Secretary of State.
- Item 2.** Enter the name of the limited liability company exactly as it is of record with the California Secretary of State, including the entity ending.
- Item 3.** These statements should not be altered. Note: If any of the statements are not applicable, Form LLC-4/8 may not be used to cancel the Articles of Organization. For information regarding final tax returns, contact the California Franchise Tax Board at (800) 852-5711 (from within the U.S.) or (916) 845-6500 (from outside the U.S.) or visit their website at <https://www.ftb.ca.gov>.
- Item 4.** Check the box next to the applicable statement. Only one box may be checked.
- Item 5.** Check the box next to the applicable statement. Only one box may be checked.
- Item 6.** This statement should not be altered.
- Item 7.** Form LLC-4/8 must be signed and acknowledged by a majority of the members, or, if there are no members, by a majority of the managers, if any. If there are no members or managers, Form LLC-4/8 must be signed and acknowledged by the person or a majority of the persons who signed the Articles of Organization (i.e., organizer(s)). If additional signature space is necessary, the acknowledged signature(s) may be made on an attachment to the certificate.
 - If Form LLC-4/8 is signed by an entity, the person who signs on behalf of the entity should note their name and position/title, the exact entity name and the entity's relation to the canceling limited liability company. Example: If a limited liability company ("Smith LLC") is the manager of the canceling limited liability company, the signature of the person signing on behalf of Smith LLC should be reflected as Joe Smith, Manager of Smith LLC, Manager.
 - If Form LLC-4/8 is signed by a trust, the trustee should sign as follows: _____, trustee for _____ trust (including the date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T/A 5-1-94).